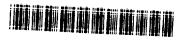
FORM PTO-1618A Expires 06/30/99 OMB 0651-0027

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Address (line 1)	TOBOR & GOLDSTEIN, L.L.P.			
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Name of Person Signing

Ben D. Tobor

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Date Signed

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE. DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

*SPEED QUEEN COMPANY . A DELAWARE CORPORATION,

WITH AND INTO "AMANA REFRIGERATION, INC." UNDER THE NAME OF "RAYTHEON APPLIANCES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF MARCH, A.D. 1996, AT 9 D'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel, Secretary of State

AUTHENTICATION:

Edur H

7887980

DATE:

03-28-96

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AGREEMENT OF MERGER

OF

SPEED QUEEN COMPANY (8 Delaware corporation)

AND

AMANA REFRIGERATION, INC. (a Delaware corporation)

THIS AGREEMENT OF MERGER (this "Agreement") is entered into as of March 26. 1996, between SPEED QUEEN COMPANY, a Delaware corporation ("Speed Queen"), and AMANA REFRIGERATION, INC., a Delaware corporation ("Amana" or "Surviving Corporation"). Speed Queen and Amana are sometimes referred to herein as the "Constituent Corporations."

WHEREAS, all of the outstanding capital stock of each of the constituent corporations is owned by Raytheon Company, a Delaware corporation ("Raytheon"); and

WHEREAS, Raytheon and the respective Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of the parties and Raytheon for Speed Queen to merge with and into Amana (the "Merger").

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is acknowledged, the parties agree as follows:

1. Effective as of March 31, 1996, Speed Queen shall be merged with and into Amana, which shall be the surviving corporation. The separate existence of Speed Queen shall cease at the effective time.

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2. The present Certificate of Incorporation of Amana will be the initial Certificate of Incorporation of the Surviving Corporation except that Article First, relating to the name of the corporation, is amended to read in its entirety as follows:

"The name of the corporation is RAYTHEON APPLIANCES, INC."

- 3. The by-laws of Amana at the effective time will be the initial by-laws of the Surviving Corporation.
- 4. The directors and officers of Amana at the effective time of the Merger shall be the initial directors and officers of the Surviving Corporation.
- 5. Each issued share of the capital stock of Speed Queen shall, at the effective time of the Merger, be cancelled. The issued shares of Amana shall not be converted or exchanged in any manner, but each said share that is issued as of the effective time of the Merger shall continue to represent one issued share of the Surviving Corporation.
- 6. In the event that this Agreement shall have been adopted by Raytheon as the sole stockholder of Amana and Speed Queen in accordance with the provisions of the General Corporation Law of State of Delaware, the parties agree that they will cause this Agreement to be certified and filed and recorded, and that they will cause to be performed all necessary acts to effectuate the Merger.

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IN WITNESS WHEREOF, this Agreement is hereby signed upon behalf of each of the constituent corporations parties thereto.

Dated: March 26 ___ 1996.

SPEED QUEEN COMPANY

By: At I file Is Bened Council: Secretary

Dated: March 26 , 1996.

AMANA REFRIGERATION, INC.

By: hettler h. Clark

Its General Counsel and secretary

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